

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:	§ Chapter 11
	§
BROADSTAR WIND SYSTEMS GROUP	§ Case No. 10-33373-BJH-11
LLC., <i>et al.</i> ,	§
Debtors.	§ Jointly Administered

**DEBTORS' APPLICATION FOR ORDER AUTHORIZING EMPLOYMENT
OF WICK PHILLIPS GOULD & MARTIN, LLP AS SPECIAL LITIGATION COUNSEL
PURSUANT TO SECTIONS 327(e) AND 328(a) OF THE BANKRUPTCY CODE AND
FEDERAL RULES OF BANKRUPTCY PROCEDURE 2014 AND 2016,
EFFECTIVE AS OF THE PETITION DATE**

**NO HEARING WILL BE CONDUCTED HEREON UNLESS
A WRITTEN RESPONSE IS FILED WITH THE CLERK OF
THE UNITED STATES BANKRUPTCY COURT AT 1100
COMMERCE ST., DALLAS, TEXAS 75242, BEFORE
CLOSE OF BUSINESS ON JUNE 9, 2010, WHICH IS
TWENTY-ONE (21) DAYS FROM THE DATE OF SERVICE
HEREOF.**

**ANY RESPONSE MUST BE IN WRITING AND FILED
WITH THE CLERK, AND A COPY MUST BE SERVED
UPON COUNSEL FOR THE MOVING PARTY PRIOR TO
THE DATE AND TIME SET FORTH HEREIN. IF A
RESPONSE IS FILED A HEARING WILL BE HELD WITH
NOTICE ONLY TO THE OBJECTING PARTY.**

**IF NO HEARING ON SUCH NOTICE OR MOTION IS
TIMELY REQUESTED, THE RELIEF REQUESTED
SHALL BE DEEMED TO BE UNOPPOSED, AND THE
COURT MAY ENTER AN ORDER GRANTING THE
RELIEF SOUGHT OR THE NOTICED ACTION MAY BE
TAKEN.**

BroadStar Wind Systems Group LLC and its affiliated debtors in the above-captioned chapter 11 cases (collectively, the “Debtors” or the “Company”),¹ for their Application (the

¹ The Debtors in these chapter 11 cases, along with the last four (4) digits of their taxpayer identification numbers, are: BroadStar Wind Systems Group LLC (“BWSG”) (2489), Broadstar Wind Systems Management LLC

“Application”) for Order Authorizing Employment of Wick Phillips Gould & Martin, LLP (“WP”) as Special Litigation Counsel for the Debtors Pursuant to Sections 327(e) and 328(a) of the Bankruptcy Code and Federal Rules of Bankruptcy Procedure 2014 and 2016, Effective as of the Petition Date, respectfully represent:

JURISDICTION AND VENUE

1. The Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A) and (O).

2. Venue in this Court is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

INTRODUCTION

3. On May 11, 2010 (the “Petition Date”), BroadStar filed with this Court a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”).

4. Pursuant to sections 1107(a) and 1108 of the Bankruptcy Code, the Debtors are operating their businesses and managing their properties as debtors in possession. The Debtors’ cases are being jointly administered pursuant to this Court’s Order entered on May 18, 2010.

5. The following entities are related to BroadStar and also filed chapter 11 petitions in this Court on the Petition Date: Broadstar Wind Systems Management LLC, Broadstar Wind Systems LP, BroadStar Developments Management LLC, and BroadStar Developments LP (collectively, the “Related Debtors” and, with BroadStar, the “Debtors”). Concurrently with the filing of this Motion, the Related Debtors are also requesting that each of their bankruptcy cases be jointly administered with the chapter 11 case of BroadStar.

(“BWSM”) (8805), Broadstar Wind Systems LP (“BWS”) (8806), BroadStar Developments Management LLC (“BDM”) (8582), BroadStar Developments LP (“BD”) (8597). The Debtors’ corporate headquarters are located at 1323 North Stemmons Freeway, Dallas, Texas 75207.

6. No Official Committee trustee or examiner has been appointed.

BACKGROUND

7. The Debtors develop wind turbine technology and, pending resolution of litigation regarding certain intellectual property, will manufacture and deploy wind turbines into the market. The Debtors currently employ nineteen employees and contractors and are headquartered in Dallas, Texas. Additional information concerning the Debtors, their capital and debt structure, and the events leading up to the commencement of these chapter 11 cases is contained in the Declaration of Roy C. King In Support of Chapter 11 Petitions and First Day Motions (the “King Declaration”), filed on the Petition Date (Docket No. 6).

RELIEF REQUESTED

8. By this Application, the Debtors respectfully request entry of an order authorizing the retention of WP as special litigation counsel. The Debtors have selected WP to serve as their special litigation counsel because of WP’s specific knowledge of and familiarity with the Debtors’ legal needs, including familiarity with the litigation matter referenced below in paragraphs 9-11. The Debtors believe WP is well qualified to act as their special litigation counsel.

9. On February 11, 2010, BWSG instituted suit against Thomas Stevens in the 191st Judicial District Court of Dallas County. On February 24, 2010, Defendant Thomas Stevens removed the action (the “Litigation”) to the United States District Court for the Northern District of Texas Dallas Division (the “District Court”), Civil Action No. 10-CV-0369-F.

10. The Litigation revolves around its ownership of various intellectual property, including a customized pitch calculator program and the AeroCamTM technology, research and testing, that is integral to the Debtors’ ability to continue to develop wind turbines. The

Litigation also involved requests by BWSG to Defendant to return proprietary corporate property.

11. On April 19, 2010, Defendant filed counterclaims against the Company and others alleging fraud, breach of fiduciary duties and similar claims. The Litigation is before the Hon. Judge Royal Furgeson; trial is scheduled for October 2010.

12. The Company wishes to retain WP as special counsel to provide legal advice and to represent the Company in connection with the Litigation and in connection with other related matters pertaining to Defendant Thomas Stephens.

13. To the best of the Debtors' knowledge, information and belief, other than as set forth in the Declaration of Jonathan S. Covin dated as of May 19, 2010 (the "Covin Declaration"), attached hereto as Exhibit "A", WP does not represent or hold any interest adverse to the Debtors or their estates with regard to the matters on which WP will be employed. The Covin Declaration also sets forth compliance with the requirements of section 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016.

COMPENSATION

14. WP intends to apply to the Court for payment of compensation and reimbursement of expenses in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the local rules and orders of this Court and the U.S. Trustee Guidelines.

15. The Debtors understand that WP will be compensated for services provided to the Debtors in accordance with the customary hourly rates that WP charges to non-bankruptcy clients. The billing rate for the professionals primarily responsible for this matter, Andrew M. Gould and Marcia N. Jackson, is \$350.00 per hour. These individuals may be assisted by other

professionals and para-professionals at WP from time to time as necessary to ensure that the Debtors' interests are being protected. The Debtors understand that the hourly rates charged by WP may be adjusted from time to time and that WP will notify the Debtors of changes to billing rates within a reasonable period of time.

16. The Debtors also understands that WP is customarily reimbursed for all expenses incurred by it in connection with the representation of a client in a given matter, including all identifiable expenses that would not have been incurred except for the representation of the particular client.

17. Of course, all of WP's fees and expenses will be subject to Bankruptcy Court approval.

18. Finally, the Debtors respectfully request that the retention of WP be effective as of the Petition Date.

NOTICE

19. Notice of this Application shall be provided to the office of the United States Trustee for the Northern District of Texas, the holders of the twenty (20) largest unsecured claims against the Debtors on a consolidated basis, and certain other parties appearing on the attached Certificate of Service. The Debtors respectfully submit that no other or further notice need be provided.

WHEREFORE, the Debtors respectfully request that this Court enter an order (i) approving the retention and employment of Wick Phillips Gould & Martin, LLP, effective as of the Petition Date, as special litigation counsel for the Debtors; and (ii) granting such other and further relief as may be just and proper.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

Respectfully submitted this 19th day of May, 2010.

**BROADSTAR WIND SYSTEMS GROUP
LLC
BROADSTAR WIND SYSTEMS
MANAGEMENT LLC
BROADSTAR WIND SYSTEMS LP.
BROADSTAR DEVELOPMENTS
MANAGEMENT LLC
BROADSTAR DEVELOPMENTS LP**

/s/Roy King
Roy King
Chief Executive Officer

CERTIFICATE OF SERVICE

The undersigned hereby certifies that on the 19th day of May, 2010, she caused a true and correct copy of the foregoing document to be delivered to the Office of the United States Trustee, 9C60 Earle Cabell Federal Building, 1100 Commerce Street, Dallas, Texas 75242 and the parties appearing on the attached Service List via first class United States mail, postage prepaid and, where possible, via electronic mail.

/s/Monica S. Blacker
Monica S. Blacker

EXHIBIT A TO MOTION

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
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In re:	§ Chapter 11
	§
BROADSTAR WIND SYSTEMS GROUP	§ Case No. 10-33373-BJH-11
LLC., <i>et al.</i> ,	§
Debtors.	§ Joint Administration Pending

**DECLARATION OF JONATHAN S. COVIN IN SUPPORT OF DEBTORS'
APPLICATION TO EMPLOY WICK PHILLIPS GOULD & MARTIN, LLP
PURSUANT TO BANKRUPTCY RULES 2014 AND 2016(b) AND
SECTIONS 327(a), 329 AND 504 OF THE BANKRUPTCY CODE**

Jonathan S. Covin declares under penalty of perjury, pursuant to 28 U.S.C. § 1746, as follows:

1. I am a partner with Wick Phillips Gould & Martin, LLP ("WP"), proposed special litigation counsel for BROADSTAR WIND SYSTEMS LLC and its affiliated debtors in the above-captioned chapter 11 cases (collectively, the "Debtors" or the "Company").¹ This Declaration is submitted in connection with the Debtors' Application for Order Authorizing Employment of Wick Phillips Gould & Martin, LLP as Special Litigation Counsel Pursuant to Sections 327(e) and 328(a) of the Bankruptcy Code and Federal Rules of Bankruptcy Procedure 2014 and 2016.

2. To the best of my knowledge, information and belief, WP represents no interest adverse to the Debtors or their estates in the matters upon which WP is to be engaged. The employment of WP is in the best interests of the Debtors and their respective estates.

3. At my direction, a search has been made of WP's records concerning all known significant contacts with the Debtors, including the Debtors, their directors and officers, their

¹ The Debtors are the following entities: BroadStar Wind Systems Group LLC, BroadStar Wind Systems Management LLC, BroadStar Wind Systems LP, BroadStar Developments Management LLC and BroadStar Developments LP.

thirty (30) largest unsecured creditors on a consolidated basis, their secured lenders, their equity security holders, the professionals of the foregoing (if known), the Debtors' proposed professionals, the United States Trustee for Region 6 and the personnel in the Office of the U.S. Trustee for the Northern District of Texas. As far as I have been able to ascertain after due diligence, WP does not (i) hold or represent any disqualifying interest so as to render WP ineligible to serve as special litigation counsel for the Debtors under Section 327(e) of the Bankruptcy Code or (ii) presently have any connection with (a) the Debtors, their creditors, or their equity security holders, (b) the respective attorneys of the foregoing or (c) the United States Trustee or any person employed in the office of the United States Trustee, except as may otherwise be set forth herein.

4. I, WP, its principals, associates, and counsel may represent in the future certain of Debtors' creditors, equity security holders and other parties in interest in matters unrelated to Debtors' chapter 11 cases.

5. WP will not undertake the representation of any of these parties or other parties in interest or their affiliates in any transaction in connection with the Debtors' chapter 11 cases.

6. Pursuant to Bankruptcy Rule 2014, WP will provide the Court with any supplemental information regarding WP's connections with the Debtors as any such information becomes available.

7. WP has no agreement with any entity to share with such entity any compensation received by WP in this engagement, except to the extent such compensation may be shared among members of WP.

8. No agreements have been received by WP or by its members or associates as to compensation in connection with this case, other than in accordance with the provisions of the Bankruptcy Code. All of WP's fees and expenses will be subject to Bankruptcy Court approval.

9. WP's attorneys who will be working on this engagement will comply with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and the local rules and Orders of this Court.

10. As of the Petition Date, WP did not have any outstanding amounts owed by the Debtors. On May 10, 2010, WP waived the outstanding balance of approximately \$42,000.00 owed by the Debtors to WP.

11. Pursuant to section 329 of the Bankruptcy Code, WP discloses that it has been paid approximately \$177,000.00 by the Debtors for prepetition services rendered to, and expenses incurred on behalf of, the Debtors in connection with the providing of general legal advice in connection with the lawsuit originally filed in Texas State Court, styled *BroadStar Wind Systems Group LLC v. Stephens*, and related matters pertaining to Defendant Thomas Stephens. The services to be provided by WP will not be duplicative of those provided by AK, Debtors' counsel.

12. I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Executed this 19th of May, 2010.



Jonathan S. Covin
Wick Phillips Gould & Martin, L.L.P

**IN THE UNITED STATES BANKRUPTCY COURT
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In re:	§ Chapter 11
	§
BROADSTAR WIND SYSTEMS GROUP	§ Case No. 10-33373-BJH-11
LLC., <i>et al.</i> ,	§
Debtors.	§ Jointly Administered

**ORDER AUTHORIZING THE EMPLOYMENT OF WICK PHILLIPS GOULD &
MARTIN, LLP AS SPECIAL LITIGATION COUNSEL TO THE DEBTORS,
EFFECTIVE DATE AS OF THE PETITION DATE**

Upon the Application (the “Application”) of BroadStar Wind Systems Group LLC and its affiliated debtors in the above-captioned chapter 11 cases (collectively, the “Debtors” or the “Company”),¹ for an order Authorizing Employment of Wick Phillips Gould & Martin, L.L.P as Special Counsel to the Debtors Pursuant to Sections 327(e) and 328(a) of the Bankruptcy Code and Federal Rules of Bankruptcy Procedure 2014 and 2016; and upon the Declaration Of Jonathan S. Covin in Support of Debtors’ Application to Employ Wick Phillips, LLP Pursuant to Sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b) (the “Covin Declaration”); and the Court having jurisdiction over the Application pursuant to 28

¹ The Debtors in these chapter 11 cases, along with the last four (4) digits of their taxpayer identification numbers, are: BroadStar Wind Systems Group LLC (“BWSG”) (2489), Broadstar Wind Systems Management LLC (“BWSM”) (8805), Broadstar Wind Systems LP (“BWS”) (8806), BroadStar Developments Management LLC (“BDM”) (8582), BroadStar Developments LP (“BD”) (8597). The Debtors’ corporate headquarters are located at 1323 North Stemmons Freeway, Dallas, Texas 75207.

U.S.C. §§ 157 and 1334(b); and the Application presenting a core proceeding pursuant to 28 U.S.C. §157(b)(2); and it appearing from the Application and the Covin Declaration that the relief requested in the Application is in the best interest of the Debtors' estates and creditors; and it appearing that sufficient notice of the Application has been given and that no other or further notice is required; and after due deliberation and good cause appearing therefor, it is²

ORDERED that the Application be, and it hereby is, granted; and it is further

ORDERED that, pursuant to section 327(e) of the Bankruptcy Code and Bankruptcy Rule 2014, the Debtors are authorized to employ WP as their special litigation counsel, effective as of the Petition Date, to provide the services described in the Application and on the terms provided therein; and it is further

ORDERED that WP shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, the applicable Bankruptcy Rules, and the applicable Local Rules and Orders of this Court; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from implementation of this Order.

Dated: May ____, 2010
Dallas, Texas

THE HONORABLE BARBARA J. HOUSER
UNITED STATES BANKRUPTCY JUDGE

² Capitalized terms used but not defined herein have the meanings set forth in the Application.

BroadStar Service List 5-18-2010

Buzzwork
TXS Industrial Design
11999 Plano Road, Suite 190
Dallas, TX 75243

Heinman Family Limited Partnership
2 Winfield Pointe Lane
St. Louis, MO 63141

Fabrics, Inc.
8804 Chancellor Row
Dallas, TX 75247

Red Car Restorations, Inc.
2543 FM 1139
Rockwall, TX 75032

Custom Trailer Solutions
160 W. Carmel Drive, Suite 281
Carmel, IN 46032

The Danamraj Law Group, P.C.
5910 N. Central Expressway
Ste. 1450
Dallas, TX 75206

Met Laboratories, Inc.
914 West Patapsco Ave.
Baltimore, MD 21230

Digital Criterion
1133 Broad Street, #710
New York, NY 10010

Astra, Inc.
1660 NW 65th Ave., Ste. 1
Plantation, FL 33313

SolidBox
4825 Weidmar Lane #100
Austin, TX 78745

Invention House, LLC
414 E. Clinton Place
Kirkwood, MO 63122

Barnum & Celillo Electric, Inc.
3900 Taylor Street
Sacramento, CA 95838

Roy C. King
487 Fairfield Beach Road
Fairfield, CT 06824

High Profile, Inc.
4841 LBJ Freeway, Ste 500
Dallas, TX 75244

Robert Sarfatis
Gardere Wynne Sewell
1601 Elm Street
Suite 3000
Dallas, Texas 75201

John T. Del Negro
Law Offices of John T. Del Negro, LLC
105 Court Street, Suite 304
New Haven, CT 06511-6957

JPMorgan Chase Bank
Attn: Anastasia Ulmer
2200 Ross Ave.
Dallas, TX 75201

Sovereign Bank
17950 Preston Rd., Suite 500
Dallas, TX 75252

Mary Frances Durham
UST U.S. Trustee
1100 Commerce Street
Room 976
Dallas, TX 75242-1496

Paster, West & Kraner, p.c.
138 N. Meramec Avenue
St. Louis, Missouri 63105

Regional Marine Industries, Inc.
2300 Jetport Drive
Orlando, FL 32809-7895

MSC Software Corporation
P.O. Box 409734
Atlanta, GA 30384

Ahern Rentals
4241 Arville Street
Las Vegas, NV 89103

Green Mountain Energy
P.O. Box 65001
Dallas, TX 75265-0001

Apollo Staffing, Inc.
P.O. Box 1103
Social Circle, GA 30029

Atlas Machine and Welding Services Inc.
860 S. Broadway Street
Joshua, TX 76058

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